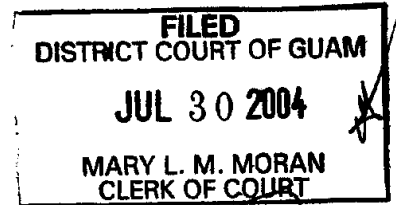


**LAW OFFICES OF BRONZE & TANG**

A Professional Corporation  
BankPacific Building, 2<sup>nd</sup> Floor  
825 South Marine Corp Drive  
Tamuning, Guam 96913  
Telephone: (671) 646-2001  
Facsimile: (671) 647-7671



*Attorneys for Defendant Hongkong and Shanghai Banking Corporation, Ltd.*

DISTRICT COURT OF GUAM

ALAN SADHWANI, LAJU  
SADHWANI, and K. SADHWANI'S )  
INC., a Guam corporation, )

Plaintiffs, )

v. )

HONGKONG AND SHANGHAI  
BANKING CORPORATION, LTD., )  
et al., )

Defendants. )

CIVIL CASE NO. 03-00036

**DECLARATION OF  
ROBERT ROSENBERG**

**I, ROBERT ROSENBERG, hereby declare and state as follows:**

1. All matters herein are based on my own personal knowledge.
2. I am over 18 years of age, and legally competent to testify to the facts below and I do so based upon my own personal knowledge.
3. I am a licensed attorney and have been a member of the New York Bar since 1973.
4. I am employed with HSBC Bank USA, National Association as First Vice President. I make this affidavit from my own knowledge unless stated otherwise. In making this affidavit HSBC Bank USA, National Association is not, for reasons stated hereinafter, waiving to any objections that it may have as to the jurisdiction of this Court. Instead, it is hoped that this affidavit will simply assist the Court to understand the different entities.
5. HSBC Bank USA, National Association (hereinafter "HSBC Bank USA, N.A."), is the

successor by merger to HSBC Bank USA, a New York State chartered banking institution. The charter conversion took place effective July 1, 2004.

6. HSBC Bank USA, N.A., is incorporated under the laws of the United States of America. It is a wholly-owned subsidiary of HSBC USA, Inc., a Maryland corporation, which is an indirect subsidiary of HSBC Holdings, Plc, a company organized under the laws of England.
7. The Hong Kong and Shanghai Banking Corporation, Ltd., of Hong Kong is an indirect, wholly-owned subsidiary of HSBC Holdings, Plc. HSBC Bank USA, N.A., is a separate and distinct legal entity and is not under the control or direction of The Hong Kong and Shanghai Banking Corporation, Ltd.
8. HSBC Bank USA, N.A. is not the parent of, or the subsidiary of, The Hong Kong and Shanghai Banking Corporation, Ltd. HSBC Bank USA, N.A. does not have access to any records of The Hong Kong and Shanghai Banking Corporation, Ltd. Quite simply, the two companies are separate and operate in two very different regions of the world and are merely wholly owned by the same parent company. Accordingly, HSBC Bank USA, N.A. has no control over The Hong Kong and Shanghai Banking Corporation, Ltd. and HSBC Bank USA, N.A. would be unable to comply to any request or order for documents from The HongKong and Shanghai Banking Corporation, Ltd.
9. HSBC Bank USA, N.A. has no branches or offices in Guam and, to the best of my knowledge after due inquiry, does not conduct any business activity in Guam.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

**EXECUTED** this 13<sup>th</sup> day of July 2004.



---

ROBERT ROSENBERG